THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

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TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 251.
FILED, NOVEMBER 9th. 1964.

THE INTERNATIONAL HELIUM COMPANY LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

Previous Filing Statement No. 1166 is amended as follows -

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.

1. Underwriting and option of treasury shares.
2. Mr. Jean Klecker was elected a director at the annual meeting October 30, 1964, to replace Mr. Samuel Hanen. Mr. George Donald Pattison was appointed Assistant Secretary and Mr. Robert Donald Bell Assistant Treasurer.
3. Drilling test well in Saskatchewan.

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.

Office	Name	Address	Occupation
President and Director	Louis Erlich	1480 Lindacrest Dr., Beverly Hills, California, U.S.A.	Executive
Vice-President and Director	John Howard Hawke	303 Rose Park Dr., Toronto, Ontario	Executive & attorney at law
Vice-President	Harry Evans Templeton	2162 North Roosevelt St., Altadena, California, U.S.A.	
Secretary-Treasurer	Vesta Luverne Hendrickson	412 South Occidental Blvd., Los Angeles, California, U.S.A.	Secretary
Assistant Secretary	George Donald Pattison	235 Dawlish Avenue, Toronto, Ontario	Mining Executive
Assistant Treasurer	Robert Donald Bell	7 HiMount Drive, Willowdale, Ontario	Mining Executive
Director	Albert Parvin	Beverly Hilton Hotel, 9876 Wilshire Blvd., Beverly Hills, California, U.S.A.	Executive
Director	Noah Dietrich	9255 Beverly Grove Dr., Beverly Hills, California, U.S.A.	Executive
Director	Jean Klecker	15141 Marlin Place, Van Nuys, California, U.S.A.	Executive
Director	Charles Gilbert Bragg	52 Trafalgar Dr., Oakville, Ontario	Professional Engineer
Director	Philip Charles Waite	9 Glen Eagle Cres., Brampton, Ontario	Executive

4. Share capitalization showing authorized and issued and outstanding capital.

Authorized capital - 10,000,000 shares without par value
Issued and outstanding - 5,831,887-2/3 shares

FINANCIAL STATEMENTS

THE INTERNATIONAL HELIUM COMPANY LIMITED
and its wholly owned subsidiaries
Nevada Oil & Helium Co. and
International Helium, Inc.

CONSOLIDATED BALANCE SHEET

September 30, 1964.

- ASSETS -

Current		
Cash in bank	10,622.57	
Accounts receivable		
Oil and gas sales	60,739.74	
Other	48,209.71	
Deposits	36,396.86	
Investments at estimated value	57,463.68	
Prepaid expenses	4,314.70	217,747.26
Investment in Apache Oil & Helium Corporation		
Shares (Notes 1 and 2)	1,000,000.00	
Advances	10,818.16	1,010,818.16
Fixed, at cost:		
Mining claims	9,000.00	
Oil and gas leases	3,903,172.20	
Helium agreements and leases and interest therein	543,311.00	
Well costs - oil and gas	988,586.50	
Well costs - helium	323,399.60	
Equipment	28,628.86	
Deposit on helium processing plant (Note 4)	54,491.00	
	5,850,589.16	
Less - Accumulated depletion and depreciation	160,260.03	5,690,329.13
Deferred development and other expenditures		576,646.52
Organization expenses		17,225.27
		$ 7,512,766.34

- LIABILITIES -

Current		
Accounts payable and accrued charges	121,141.37	
Bank production loan, estimated repayment within one year	552,000.00	673,141.37
Long term		
Bank production loans (secured) (Note 3)	1,845,764.38	
Less - estimated repayment within one year	552,000.00	
	1,293,764.38	
Notes and contracts payable	53,490.75	
Due to affiliate, Coast Exploration Company	120,319.08	1,467,574.21

Shareholders' equity

Capital Stock
Authorized, 10,000,000 shares without par value
Issued, fully paid and non-assessable

	Shares		
For assets	2,078,500 1/2	1,905,368.87	
For helium agreements and mining claims	3,097,309 2/3	3,788,945.93	
For cash	656,077 1/2	964,730.00	
	5,831,887 2/3	6,659,044.80	
Deficit		1,286,994.04	5,372,050.76
			$ 7,512,766.34

APPROVED:

Director

Director

THE INTERNATIONAL HELIUM COMPANY LIMITED
and its wholly owned subsidiaries
Nevada Oil & Helium Co. and
International Helium, Inc.

CONSOLIDATED STATEMENT OF DEFICIT

September 30, 1964

Accounts receivable and advances written off	58,399.18
Helium agreements and leases abandoned	741,195.93
Mining claims abandoned	52,250.00
Loss on disposal of fixed assets	15,080.28
Write down of marketable securities to approximate market value	412,605.93
Cost of terminating lease at Calgary office	7,462.72
	$ 1,286,994.04

CONSOLIDATED STATEMENT OF DEFERRED DEVELOPMENT AND OTHER EXPENDITURES

From Incorporation May 26, 1960 to September 30, 1964

	May 26, 1960 to April 30, 1964	May 1, 1964 to Sept. 30, 1964	Total
Development			
Geological reports and consulting fees	15,258.00	9,010.93	24,268.93
Fees and licences	6,775.00	49.98	6,824.98
Lease rentals	121,303.00	1,981.30	123,284.30
Depreciation and depletion	153,918.00	28,336.90	182,254.90
Production expense	67,198.00	22,289.04	89,487.04
Battery expense	10,372.00	1,517.43	11,889.43
Royalties	76,664.00	14,342.40	91,006.40
Well development	655,850.00		655,850.00
Exploration, Timmins, Ontario		4,702.28	4,702.28
	1,107,338.00	82,230.26	1,189,568.26
Less Well development capitalized	636,912.00		636,912.00
	470,426.00	82,230.26	552,656.26
Other expenditures			
Salaries	151,858.00	6,105.71	157,963.71
Directors' fees	400.00		400.00
Rent	48,375.00		48,375.00
Office	25,070.00	3,000,00	28,070.00
Telephone and telegraph	30,956.00	1,360.03	32,316,03
Legal and audit	50,734.00	9,314.22	60,048.22
Travelling	81,625.00	1,173.71	82,798.71
Printing and advertising	16,486.00	5,515.62	22,001.62
Transfer agent, and listing fees	26,250.00	981.46	27,231.46
Interest and bank charges	57,381.00	30,354.51	87,735.51
Miscellaneous	9,840.00	1,694.27	11,534.27
Deposits written off	67,500.00		67,500.00
	566,475.00	59,499.53	625,974.53
Sub-total	1,036,901.00	141,729.79	1,178,630.79
Less Revenue	433,757.58	168,226.69	601,984.27
TOTAL	$ 603,143.42	($ 26,496.90)	$ 576,646.52

THE INTERNATIONAL HELIUM COMPANY LIMITED
and its wholly owned subsidiaries
Nevada Oil & Helium Co. and
International Helium, Inc.

NOTES TO CONSOLIDATED BALANCE SHEET

September 30, 1964

1. The Company acquired from Coast Exploration Company on August 30, 1963, certain oil, natural gas and helium properties and interests, as well as 501,001 common shares of Apache Oil & Helium Corporation. The consideration paid by the Company was the issue of 3,500,000 shares of its capital stock at $1.00 per share, of which 2,500,000 shares was the consideration for the oil, natural gas and helium properties and interests the value of which was determined by the Board of Directors of the Company, and 1,000,000 shares was the consideration for the Apache shares. 478,200 shares of Apache have been received and the remaining 22,801 shares are to be delivered by February 28, 1965 at no additional consideration.

2. The oil, natural gas and helium properties and interests therein, referred to in Note 1, are held by Nevada Oil & Helium Co.

3. Bank production loans are secured by and are repayable from production, from the Company's wells in the Pembina Field, Alberta and the oil and gas properties in Texas, Louisiana and Arkansas held by International Helium, Inc.

4. To retain title to one of its helium leases in Saskatchewan the Company has covenanted that if sufficient reserves of helium are established, it will construct a helium processing plant. A deposit of $54,491.00 representing 10% of the estimated cost of such plant has been made with a contractor. If construction of the plant is not proceeded with, it is expected that the amount of the deposit will be applied against engineering costs to date.

5. Share purchase warrants are outstanding which entitle the holders thereof to purchase 145,100 shares of the Company at any time up to August 10, 1965 at the price of $1.25 per share.

6. The accounts of the Company's wholly owned subsidiary companies, Nevada Oil & Helium Co. and International Helium, Inc. which are stated in United States dollars have been converted to Canadian dollars at par in the accompanying consolidated financial statements.

THE INTERNATIONAL HELIUM COMPANY LIMITED
and its wholly owned subsidiaries
Nevada Oil & Helium Co. and
International Helium, Inc.

CONSOLIDATED STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE FIVE MONTH PERIOD ENDED SEPTEMBER 30, 1964

Source of funds			
Crude oil sales		168,227.00	
Long term bank production loans (less estimated amount re payable within one year)		1,027,247.00	
Notes and contracts payable		53,491.00	
Advances from affiliate, Coast Exploration Company		114,835.00	
Reduction of advances to Apache Oil & Helium Corporation		28,543.00	
Other		2,060.00	1,394,403.00
Application of funds			
Purchase of mining claims, Byers township, Ont.		9,000.00	
Acquisition of oil and gas leases		1,418,808.00	
Additions to well costs, oil and gas leases		396,388.00	
Additions to equipment		4,485.00	
Organization expenses, International Helium, Inc.		4,460.00	
Development expenditures	82,230.00		
Deduct depreciation and depletion included therein	28,337.00	53,893.00	
Administrative expenditures		59,500.00	1,946,534.00
Decrease in working capital during period			552,131.00
Decrease in working capital consists of:			
Working capital as at April 30, 1964			
Cash in bank	123,453.00		
Accounts receivable	22,497.00		
Deposits	36,397.00		
Investments	66,648.00		
Prepaid expenses	1,954.00	250,949.00	
Less Bank production loan - estimated repayment in one year	80,000.00		
Accounts payable	74,212.00	154,212.00	
			96,737.00
Add:			
Working capital deficiency as at September 30, 1964			
Cash in bank	10,622.00		
Accounts receivable	108,950.00		
Deposits	36,397.00		
Investments	57,463.00		
Prepaid expenses	4,315.00	217,747.00	
Less Bank production loan - estimated repayment in one year	552,000.00		
Accounts payable	121,141.00	673,141.00	(455,394.00)
			552,131.00

APPROVED:

C G Bragg Director

Director

APACHE OIL & HELIUM CORPORATION

BALANCE SHEET

SEPTEMBER 30, 1964

ASSETS

Funds in trust account		$ 9,365
Twenty-five (25) per cent net profit interest in certain leases assigned to Kerr-McGee Oil Industries, Inc. - acquired by the issuance of 1,000,000 shares of $1 par value stock and does not necessarily represent the fair market value or cost of leases		1,080,000
		$1,089,365

LIABILITIES

Account payable		$ 3,963
Loans from stockholders		20,000
Mortgage payable, due August 27, 1957 - bears interest at 6 per cent from August 16, 1956 to August 27, 1957, then 10 per cent until paid - Note 1		80,000
Stockholders' equity		
Capital stock $1 par value - Authorized and issued	$1,000,000	
Deficit	(14,598)	985,402
		$1,089,365

Note 1. The 25 per cent net profit interest in certain leases assigned to Kerr-McGee Oil Industries, Inc. is subject to an $80,000 mortgage payable to D. A. McGee plus interest from August 18, 1956. Accrued interest to September 30, 1964, is approximately $59,900. Apache Oil & Helium Corporation, on advice of counsel, is actively contesting the validity and amount of the mortgage and the underlying debt and Court proceedings are now pending in connection with this matter.

Note 2. The 25 per cent net profit interest in certain leases assigned to Kerr-McGee Oil Industries, Inc. is subject to that company recovering all of the development and pre-production costs incurred by it in said leases. At September 30, 1963, all costs had been recovered according to Kerr-McGee's reports and review of all those costs and the propriety of same is now taking place. Since October 1, 1963, Kerr-McGee Oil Industries, Inc. has reported $49,484.50 as the 25 per cent net profit interest owed to Apache and is retaining that money in a suspense account. A dispute exists as to the interpretation of the net profits agreement and Apache, on advice of counsel claims considerably more than is owed as of September 30, 1964, by Kerr-McGee under the agreement.

Approved on behalf of Board of Directors

. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	(a) By agreement dated as of the 3rd day of November, 1964, Dobieco Limited, 25 Adelaide Street West, Toronto, agreed to underwrite firm 100,000 treasury shares of the Company at $1.10 per share and in consideration therefor the Company granted the underwriter options on a further 100,000 treasury shares at $1.10 per share exercisable within three months from the effective date and a further 100,000 treasury shares at $1.35 per share exercisable within six months from the effective date. The effective date is the date upon which the Company notifies the underwriter of the acceptance of this amendment for filing by the Toronto Stock Exchange. (b) Pursuant to a Warrant Indenture dated October 4, 1961, and entered into between the Company and Montreal Trust Company, the Company has issued and there are outstanding bearer warrants entitling the holder thereof to purchase in the aggregate 145,100 shares in the capital stock of the Company upon payment therefor at the price of $1.25 per share at any time prior to August 10, 1965.
, Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	(a) H. W. Knight, 561 Avenue Road, Toronto, Ontario, H. W. Knight, Jr., 484 Avenue Road, Toronto, Ontario, George W. Gooderham, 3 Frybrook Road, Toronto, Ontario, as majority shareholders of Dobieco Limited have an indirect interest in the shares underwritten and optioned under the agreement dated as of the 3rd day of November, 1964, as aforesaid. (b) Gairdner & Company Limited, 320 Bay Street, Toronto, Ontario, are the owners of 93,950 warrants referred to in Item 16 of the Listing Statement, the remainder have been distributed to the public and the names and addresses of the owners thereof are not known to the Company.
; Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company will immediately commence drilling a deep test well on the Company's P.D.R. 1282 in the Wood Mountain Area, Province of Saskatchewan, to a depth of 8,500 to 9,000 feet for oil and/or helium. A drilling contract has been let to Peter Bawden & Company, Calgary, Alberta, and a rig is now on the property. The proceeds of the sale of treasury shares comprising the shares underwritten by Dobieco Limited will be used to pay drilling costs of this test well. Proceeds of sale of shares taken up under options will be used as and when available to carry out the Company's exploration and development programmes and for general administrative purposes.
Statement of any other material facts and if none, so state.	None Shares taken up under the underwriting and option agreement will be in the course of primary distribution to the public.

DATED November 4, 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

THE INTERNATIONAL HELIUM COMPANY LIMITED

CORPORATE SEAL

"P.C. Waite" Per: _____ Director

"C.G. Bragg" Per: _____ Director

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DOBIECO LIMITED

"H.W. Knight Jr." Per: _____

"G.W. Gooderham" Per: _____